

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Motors Liquidation
Company GUC Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

STIPULATION REGARDING CLAIM NO. 64883, 64884, 64885, 64886, 64887 and 64888

This Stipulation (the “**Stipulation**”) is entered into as of May 24, 2011 (the “**Effective Date**”) by and among Motors Liquidation Company GUC Trust (the “**GUC Trust**”), on the one hand, and Leo Burnett Detroit, Inc., Starcom MediaVest Group Inc., Digitas Inc., Publicis Group Operating Divisions, LLC, Martin Retail Group, LLC, Manning, Selvage & Lee Inc., and TMG Strategies, LLC (collectively, “**Publicis**,” and together with the GUC Trust, the “**Parties**”).

RECITALS:

WHEREAS, on June 1, 2009, Motors Liquidation Company (f/k/a General Motors Corporation) and certain of its affiliated debtors (the “**Debtors**”), commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) before the

United States Bankruptcy Court for the Southern District of New York (the “**Court**”), which cases are jointly administered under Case Number 09-50026 (REG);

WHEREAS on November 30, 2009, Publicis filed the following proofs of claim in the Debtors’ chapter 11 cases:

Proof of Claim No.	Name of Debtor
64883	Remediation and Liability Management Company, Inc.
64884	Environmental Corporate Remediation Company, Inc
64885	MLC of Harlem, Inc.
64886	MLCS Distribution Corporation
64887	MLCS, LLC
64888	Motors Liquidation Company

WHEREAS on December 21, 2010, the Debtors objected to proof of claim nos. 64883, 64884, 64885, 64886, and 64887 (collectively, the “**Duplicative Claims**”) pursuant to their 120th Omnibus Objection to Claims (the “**Objection**”) (ECF No. 8209), on the ground that the Debtors’ Joint Chapter 11 Plan, as amended from time to time (the “**Plan**”), provides for the substantive consolidation of the Debtors’ estates and the Duplicative Claims are each identical to proof of claim no. 64888 (the “**Surviving Claim**,” and together with the Duplicative Claims, the “**Claims**”);

WHEREAS, upon the effective date of the Debtors' Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (ECF No. 9836), the GUC Trust succeeded the Debtors to address the allowance of Class 3 claims under the Plan;

WHEREAS, Publicis now desires to withdraw all of the Claims that were filed against the Debtors;

NOW, THEREFORE, it is hereby stipulated and agreed that:

1. The Claims are withdrawn from the Debtors' claim register without prejudice to Publicis' right to assert the Claims against non-debtor third parties.
2. The Objection is withdrawn as moot with respect to the Claims.
3. The Debtors' claims agent shall be authorized and empowered to adjust the claims register in accordance with this Stipulation.
4. Each person who executes this Stipulation represents that he or she is duly authorized to do so on behalf of each of the respective Parties hereto and that each of the Parties has full knowledge and has consented to this Stipulation.
5. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto.
6. This Stipulation may not be modified other than by signed writing executed by the Parties hereto or by order of the Court.

7. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies, or facsimiles signed by the Parties hereto to be charged.

8. This Stipulation shall be exclusively governed by and construed and enforced in accordance with the laws of the state of New York, without regard to conflicts of law principles thereof. The Court shall retain exclusive jurisdiction over any and all disputes arising out of or otherwise relating to this Stipulation.

**MOTORS LIQUIDATION COMPANY
GUC TRUST**

**By Wilmington Trust Company, not in
its individual capacity, but solely as
MLC GUC Trust Administrator**

**LEO BURNETT DETROIT, INC.,
STARCOM MEDIAVEST GROUP INC.,
DIGITAS INC., PUBLICIS GROUP
OPERATING DIVISIONS, LLC, MARTIN
RETAIL GROUP, LLC, MANNING,
SELVAGE & LEE INC., and TMG
STRATEGIES, LLC**

By: /s/ David Vanaskey, Jr.

By: /s/ Jonathan W. Young

Print Name: David Vanaskey, Jr.

Print Name: /s/ Jonathan W. Young

Title: Vice President

Title: Attorney

Dated: 6/21/2011

Dated: 5/24/2011

SO ORDERED this 27th day of June, 2011

s/ Robert E. Gerber

UNITED STATES BANKRUPTCY JUDGE